

**CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS
DONALD P. AND KATHERINE B. LOKER UNIVERSITY STUDENT UNION, INC.
BOARD OF DIRECTORS SPECIAL MEETING
June 5, 2020 10:00 a.m.-11:00 a.m.**

1) Call to Order and Attendance

Chairperson, Anthony Thompson, called the meeting to order at 10:05 am. This meeting was held via video conferencing due to the COVID-19 pandemic.

<u>Present</u>	<u>Absent</u>	<u>Staff</u>	<u>Guests</u>
Anthony Thompson	Matthew Smith	Damesha McKnight	Angel Salvador
Johnathan Thomas	Dr. Thomas A. Parham	Dean Lelm	Deborah Wallace
Patrice Bonds	Makonnen Tendaji	Giselle Atallah	Jerome Grooms
Rihab Shuaib		Gloria Medina	Katie Robinson
Christian Jackson		Israel Sandoval	Mario Ibarra
Erick Garcia		Jamie Leal	Richard Chester
Zach Ritter		John Stigar	
Tamala Lewis		Melissa Bancroft	
John Menary		Victor Gonzalez	
Ruttanatip Chonwerawong			
Cecilia Ortiz			
Roshni Thomas			
Wayne Nishioka			
Adam Kasarda			

2) Approval of Agenda

Secretary Patrice Bonds moved to approve the agenda for June 5, 2020. Community Representative Tamala Lewis seconded the motion.

The motion passed.

Motion passed 6-0-3.

3) Approval of Minutes

Rihab Shuaib moved to approve the minutes for the April 24, 2020 Board of Directors' meeting. Ruttanatip Chonwerawong seconded the motion.

The motion passed.

Motion passed 9-0-0.

4) Approval of Minutes

Alumni Representative Erick Garcia moved to approve the minutes for the May 1, 2020 Board of Directors' meeting. Vice Chairperson Johnathan Thomas seconded the motion.

The motion passed.

Motion passed 8-0-1.

5) Chairperson's Report

Chairperson Anthony Thompson reported he is attending meetings and doing what he can to further the mission of the LSU.

6) Director's Report

Director Cecilia Ortiz reported the project completion of the surveillance camera installation. The LSU financial audit is underway and the LSU is preparing to close the fiscal year. Negotiations with tenants for sublease renewals are ongoing. The LSU will engage the community to select a new carpet for the games room. The LSU is planning post-pandemic operation protocols and will work with tenants to adopt standards for the building.

Director Ortiz attended leadership meetings with the AOA AORMA committee, ACUI regional directors, and regional leadership team. A housekeeping update was provided that the chat feature on Zoom has been disabled to maintain order in the meeting. Board members were asked to add a special meeting to their calendars on June 26 from 10:00am – 12:00pm.

7) Facility Use Committee Report

The Facility Use Committee did not meet in May 2020. The next meeting is yet to be determined.

8) Finance Committee Report

The Finance Committee met on May 19, 2020. The committee discussed the 2018 Informational Tax Return.

The committee has one item for the June 5, 2020 Board meeting.

9) Personnel Committee Report

The Personnel Committee met on May 20 and 27, 2020 to discuss organization recognitions, Student-At-Large recruitment, and the results of the Director's Evaluation.

The committee has one item for the June 5, 2020 Board meeting.

Finally, the Personnel Committee is expected to hold one additional meeting prior to June 30, 2020. The meeting date is to be announced.

10) Public Comment

No one from the gallery addressed the Board.

11) Old Business

a. 1910 Café & Lounge Project Funding

The LSU Board of Directors resumed discussion of this prior tabled item until Foundation's Board of Directors reached a funding decision. Foundation's Executive Director Jerome Groomes shared that their Board has voted to fund the project and will enter a loan agreement with Philanthropic Foundation for \$1.5 million. The Foundation is now awaiting the LSU's decision to participate.

The Board inquired on the Foundation's financial position post project investment. Executive Director Groomes shared that the Foundation will borrow \$1.5 million,

with an amortization schedule of 10-years. The loan agreement allows for Foundation to make interest-only payments until their finances stabilize. Foundation expects to see a loss of less than 1.5 million dollars as long as students do not return to campus. Executive Director Groomes shared that the Foundation will be on course to make profits from new revenue sources when they develop property on the eastern part of campus.

It was clarified that the Foundation is asking LSU to fund 50% of the Café Toro Project, not including the commercial kitchen renovations. Executive Director Groomes clarified that the kitchen is Foundation's responsibility.

The Board discussed an anticipated drop in student enrollment and its effects on the LSU's and Foundation's budgets. They further discussed the project's potential impact to LSU expansion efforts.

Director of Facilities Planning, Design, and Construction Roshni Thomas explained that upon LSU approving funding, about three months will pass before breaking ground. She asked the Board to consider that this project will increase foot traffic and sales which will result in profits that support the University.

The Board inquired on proposed ownership and maintenance of furniture purchased for this project. Executive Director Groomes stated that the LSU and Foundation will share the cost to purchase the furniture and ownership will remain with the LSU. A maintenance schedule exists for shared spaces, and the Foundation is responsible for maintenance of the commercial kitchen.

A point of clarification was made. Foundation's request is for the LSU to contribute up to \$1,145,000 for the project.

Vice President of Administration and Finance Debroah Wallace addressed the Board. She applauded the Board's spirited and thoughtful discussion, and encouraged the Board to consider the vision to create a world class institution. She shared that investment and risk are needed to make that vision a reality, and developers will be attracted to invest in the business park when they see campus investments such as the Café Toro Project.

The Board discussed the contract status of current food vendors and Foundation's plan for vacant vendor locations. Associate Executive Director Richard Chester shared that food vendors do not have any concerns nor intentions to end their contracts due to commission based agreements. Upon completion of the Café Toro Project, Foundation will enter into phase two which expands the Toro Fresh concept.

ASI Representative Ribab Shuaib left at 10:56 AM.

ASI Representative Ribab Shuaib returned at 11:00 AM.

Board members voiced appreciation of the Board's diligence in vetting the project benefits and costs and several expressed their favor to invest in the project.

Alumni Representative Erick Garcia moved to contribute up to \$1,145,000 from the CU-101 operating fund to complete the 1910 Café and Lounge project, as a partnering co-client with Foundation. Vice Chairperson Johnathan Thomas seconded the motion.

The motion passed.

Motion passed. 9-0-0

b. 2019-2020 Director Evaluation Results (Closed Session)

Vice Chairperson Johnathan Thomas moved for closed session. Secretary Patrice Bonds seconded the motion.

The motion passed.

Motion passed. 9-0-0

Secretary Patrice Bonds moved to accept the Director's evaluation as presented by the Personnel Committee. Tamala Lewis seconded the motion.

The motion passed.

Motion passed. 9-0-0

12) New Business

a. CSU Class Action Lawsuit - Auxiliary Common Interest Agreement (Closed Session)

Secretary Patrice Bonds moved to authorize the Director to enter the Loker Student Union, Inc. into the CSU Class Action Lawsuit – Auxiliary Common Interest Agreement. ASI President Christian Jackson seconded the motion.

The motion passed.

Motion passed. 9-0-0

Director Facilities and Planning Roshni Thomas left at 11:36 AM.

Vice Chairperson Johnathan Thomas moved to end closed session. Secretary Patrice Bonds seconded the motion.

The motion passed.

Motion passed. 9-0-0

b. 2018 Informational Tax Return

Executive Secretary to the Finance Committee Jamie Leal shared the 2018 Informational Tax Return. The LSU is a non-profit organization which makes the LSU tax exempt and files the following forms: IRS Form 990 Exempt Organization

Informational Tax Return, IRS Form 990T Exempt Organization Business Income Tax Return, Form 109 California Annual Informational Return, Form 199 California Business Income Tax Return, and RRF – Report to Attorney General of California.

Executive Secretary Leal shared highlights of the IRS Form 990. The form discloses organizational information, such as members of the Board of Directors, total employees and volunteers, and financial information collected from audited financial statements. The form also discloses program revenue, expenses, and program statistics such as facility operations, leasing, and LSU activities. The form further discloses the Board of Directors compensation and their compensation source. The form identifies all related parties with the LSU such as CSUDH Foundation and ASI. In addition, the LSU discloses any unrelated business income that is not align with the primary mission of the LSU.

Vice Chairperson Johnathan Thomas moved to accept the 2018 Informational Tax Return. ASI Representative Rihab Shuaib seconded the motion.

The motion passed.
Motion passed. 9-0-0

c. CSUDH IT Roadmap

ASI President Christian Jackson moved to table item 12.c. CSUDH IT Roadmap. Vice Chairperson Johnathan Thomas seconded the motion.

The motion passed.
Motion passed. 8-0-1

13) Public Comment

No one from the gallery addressed the Board.

14) Announcements

15) Adjournment

Chairperson Anthony Thompson adjourned the meeting at 12:00 PM.

Approval of minutes: _____ or

Thompson Secretary, Patrice Bonds Chairperson, Anthony

Date of approval: _____